

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Victoria Port Power LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

Victoria Port Power

3. Debtor's federal Employer Identification Number (EIN) **82-0694894**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**5850 San Felipe, Ste 601
Houston, TX 77057**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Harris

County

Location of principal assets, if different from principal place of business

2100 Old Bloomington Rd. Victoria, TX 77905

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Victoria Port Power LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2211**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Victoria Port Power LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment**

District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000☐ \$1,000,001 - \$10 million☐ \$500,000,001 - \$1 billion

Debtor	Victoria Port Power LLC	Case number (if known)	
	Name		
	<input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input checked="" type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion

Debtor **Victoria Port Power LLC** Case number (if known) _____
 Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 27, 2021**
 MM / DD / YYYY

X /s/ Hugh Smith
 Signature of authorized representative of debtor
 Title **Manager of Victoria Port Power LLC**

Hugh Smith
 Printed name

18. Signature of attorney **X /s/ Elizabeth M. Guffy**
 Signature of attorney for debtor

Date **June 27, 2021**
 MM / DD / YYYY

Elizabeth M. Guffy
 Printed name

Locke Lord LLP
 Firm name

**600 Travis Street
 Suite 2800
 Houston, TX 77002**
 Number, Street, City, State & ZIP Code

Contact phone **713-226-1200** Email address **eguffy@lockelord.com**

08592525 TX
 Bar number and State

Debtor **Victoria Port Power LLC** Case number (if known) _____
 Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____ Chapter **11**

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION

Pending Bankruptcy Cases Attachment

Debtor	Agilon Energy Holdings II LLC	Relationship to you	Parent
District	Southern District of Texas	When	6/27/21
Case number, if known			
Debtor	Victoria City Power LLC	Relationship to you	Affiliate
District	Southern District of Texas	When	6/27/21
Case number, if known			

**WRITTEN CONSENT OF THE SOLE MANAGER OF
AGILON ENERGY HOLDINGS II, LLC**

June 27, 2021

WHEREAS, Agilon Energy II, LLC, a Texas limited liability company ("Manager"), as the sole manager of Agilon Energy Holdings II, LLC, a Texas limited liability company ("Agilon"), has evaluated the assets, liabilities and operating performance of Agilon and its wholly owned subsidiaries Victoria Port Power LLC, a Texas limited liability company ("Victoria Port") and Victoria City Power LLC, a Texas limited liability company ("Victoria City"; and together with Victoria Port, the "Subsidiaries"; the Subsidiaries together with Agilon, the "Company") and has commenced negotiations with the Company's creditors concerning the Company's balance sheet and obligations;

WHEREAS, various of the Company's creditors have asserted claims against the Company including without limitation by asserting breach of potential termination of critical contracts;

WHEREAS, if the Company's creditors continue to further exercise their rights and remedies, the Company's ability to continue operating could be compromised, with a risk of substantial loss of value for the Company and all of its stakeholders;

WHEREAS, the Company has identified potential financial and strategic partners ("Potential Partners") that have expressed interest in entering into arrangements with the Company that would potentially serve as the basis for restructuring;

WHEREAS, Manager has decided it is in the best interest of the Company and each Subsidiary to file for Chapter 11 bankruptcy protection in order to preserve their assets and value and to permit the Company to continue negotiations with its creditors and Potential Partners;

NOW, THEREFORE, BE IT


RESOLVED, that in the judgment of the Manager and in order to preserve the going concern value of the Company, it is in the best interests of each of Agilon, Victoria Port and Victoria City to file a voluntary petition for relief pursuant to Chapter 11 of the Title 11 of the United States Code (a "Bankruptcy Petition") in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court");

RESOLVED, that Hugh Smith is authorized on behalf of Agilon and each Subsidiary to file a Bankruptcy Petition on behalf of Agilon and each Subsidiary in the Bankruptcy Court, to retain counsel in Texas or in such other jurisdiction as may be necessary to effectuate the bankruptcy filing, to retain other professionals as Agilon and each Subsidiary may need in connection with its bankruptcy case, and to prepare and file such other petitions, schedules, motions, plans and other documents as are necessary to bring each of Agilon's, Victoria Port's and Victoria City's Chapter 11 proceeding to a conclusion; and

RESOLVED, that Agilon is directed as sole manager of each of the Subsidiaries to take action as may be necessary to cause each of the Subsidiaries to file a Bankruptcy Petition in the Bankruptcy Court, to retain counsel in Texas or in such other jurisdiction as may be necessary to

effectuate its bankruptcy filing, to retain other professionals as each of the Subsidiaries may need in connection with its bankruptcy case, and to prepare and file such other petitions, schedules, motions, plans and other documents as are necessary to bring its Chapter 11 proceeding to a conclusion.

AGILON ENERGY II, LLC

By: 
Name: Hugh Smith
Title: Manager

[Written Consent – Agilon Energy Holdings II, LLC]